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RECORDATION NO. 23636-A FILED  
SEP 05 '01 3:45 PM  
SURFACE TRANSPORTATION BOARD  
OF COUNSEL  
URBAN A. LESTER

August 31, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Agreement, dated as of August 31, 2001, a ~~primary~~ <sup>secondary</sup> document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which is being filed with the Board under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Assignor: Railcar, Ltd.  
1819 Peachtree Road, N.E., Suite 425  
Atlanta, Georgia 30309-1847

Assignee: The Andersons, Inc.  
480 West Dussel Drive  
Maumee, Ohio 43537

A description of the railroad equipment covered by the enclosed document is:

Twenty-five (25) 70-ton boxcars: WE 4001 – WE 4025.

A short summary of the document to appear in the index is:

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Mr. Vernon A. Williams  
August 31, 2001  
Page 2

Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

**MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT**

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT (the "Assignment") is made and entered into as of August 31, 2001, by and between Railcar, Ltd., ("Assignor") and The Andersons, Inc. ("Assignee"); and

Assignor, Railcar, Ltd., as Lessor and Wheeling & Lake Erie Railway Company as Lessee have heretofore entered into that certain Master Lease Agreement entered into as of April 20, 1999 and Schedule No. Four dated as of May 3, 2000 (the "Lease") pertaining to the railcars described therein (the "Railcars"). The Memorandum of Lease Agreement with respect to the Lease was filed on \_\_\_\_\_, 20\_\_\_\_ with the Surface Transportation Board (formerly known as the Interstate Commerce Commission) pursuant to 49 U.S.C. §11301.

Concurrently herewith, Assignor has assigned to Assignee all right, title and interest of Assignor in and to the Railcars and the Lease; and the parties desire to effect the assignment of the rights of Assignor under the Memorandum of Lease Agreement.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease Agreement to be executed as of the date first above written.

ASSIGNOR:

RAILCAR, LTD.

By: Jeff Edelman

Printed Name: Jeffrey Edelman

Title: VP FINANCE

STATE OF GEORGIA )

COUNTY OF FULTON ) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Jeff Edelman, the V.P. of Finance of Railcar, Ltd., who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Atlanta, Georgia this 30<sup>th</sup> day of August, 2001.

Aline Riley  
Notary Public  
My commission expires:

**Notary Public, Cobb County, Georgia.  
My Commission Expires June 28, 2005.**

ASSIGNEE:

THE ANDERSONS, INC.

By: Gary L. Smith

Printed Name: Gary L. Smith

Title: Vice President, Finance and Treasurer

STATE OF OHIO )

COUNTY OF LUCAS ) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Gary L. Smith, the Vice President, Finance and Treasurer of The Andersons, Inc., an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this 30<sup>th</sup> day of August, 2001.

Elizabeth J. Hall  
Notary Public  
My commission expires:

ELIZABETH J. HALL  
Attorney at Law  
Notary Public - State of Ohio  
My Commission has no Expiration Date  
Section 147.03 O.R.C.

## DESCRIPTION OF RAILCARS

Number of Cars: Twenty five (25).

Description of Cars: 52 foot 6 inch 70-ton (RBL) boxcars.

Car Marks and Numbers:

|    |      |
|----|------|
| WE | 4001 |
| WE | 4002 |
| WE | 4003 |
| WE | 4004 |
| WE | 4005 |
| WE | 4006 |
| WE | 4007 |
| WE | 4008 |
| WE | 4009 |
| WE | 4010 |
| WE | 4011 |
| WE | 4012 |
| WE | 4013 |
| WE | 4014 |
| WE | 4015 |
| WE | 4016 |
| WE | 4017 |
| WE | 4018 |
| WE | 4019 |
| WE | 4020 |
| WE | 4021 |
| WE | 4022 |
| WE | 4023 |
| WE | 4024 |
| WE | 4025 |